

B1 (Official Form 1)(04/13)

United States Bankruptcy Court District of New Jersey				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): NJ Healthcare Facilities Management LLC			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): AKA New Jersey Health Care Facilities Management LLC; DBA Advanced Care Center at Lakeview			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 27-1966503			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)		
Street Address of Debtor (No. and Street, City, and State): 130 Terhune Drive Wayne, NJ			Street Address of Joint Debtor (No. and Street, City, and State):		
ZIP Code 07470			ZIP Code		
County of Residence or of the Principal Place of Business: Passaic			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):		
ZIP Code			ZIP Code		
Location of Principal Assets of Business Debtor (if different from street address above):					
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box) <input checked="" type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000					
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

NJ Healthcare Facilities Management LLC

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

- None -

Case Number:

Date Filed:

District:

Relationship:

Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X

Signature of Attorney for Debtor(s)

(Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

NJ Healthcare Facilities Management LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X **/s/ Anthony Sodono, III** _____
Signature of Attorney for Debtor(s)

Anthony Sodono, III _____
Printed Name of Attorney for Debtor(s)

Trenk, DiPasquale, Della Fera & Sodono, P.C. _____
Firm Name

347 Mount Pleasant Avenue
Suite 300
West Orange, NJ 07052

Address

973-243-8600 Fax: 973-243-8677

Telephone Number

March 19, 2015

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X **/s/ Linda Bowersox** _____
Signature of Authorized Individual

Linda Bowersox _____
Printed Name of Authorized Individual

Managing Member _____
Title of Authorized Individual

March 19, 2015

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of New Jersey**

In re NJ Healthcare Facilities Management LLC

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
FNR Lakeview, LLC Attn: Mr. Zvi Feiner 8170 McCormick Boulevard Suite 100 Skokie, IL 60076	Attn: Mr. Zvi Feiner FNR Lakeview, LLC 8170 McCormick Boulevard Suite 100 Skokie, IL 60076 zvi@feinerinvestments.com		Contingent Unliquidated Disputed	1,500,000.00
Internal Revenue Service PO Box 80110 Cincinnati, OH 45280-0110	Internal Revenue Service PO Box 80110 Cincinnati, OH 45280-0110 1-800-829-0115	Taxes		1,397,214.72
JZ Ventures Limited/BZ Foley 209 East 11th Avenue Roselle, NJ 07203	JZ Ventures Limited/BZ Foley 209 East 11th Avenue Roselle, NJ 07203			1,300,000.00
NJ Division of Taxation PO Box 59 Trenton, NJ 08646-0059	NJ Division of Taxation PO Box 59 Trenton, NJ 08646-0059 609-633-6400	Taxes		545,496.00
Discover RX Lock Box 8371 PO Box 8500 Philadelphia, PA 19178-8371	Discover RX Lock Box 8371 PO Box 8500 Philadelphia, PA 19178-8371 908-931-7019	Trade Debt		400,000.00
Specialty RX 99 Jericho Turnpike Suite 204 Jericho, NY 11753-1015	Specialty RX 99 Jericho Turnpike Suite 204 Jericho, NY 11753-1015 516-432-3800	Trade Debt		99,000.00
Twin Med LLC PO Box 54390 Los Angeles, CA 90054-0390	Twin Med LLC PO Box 54390 Los Angeles, CA 90054-0390 323-582-9900	Trade Debt		79,955.59
Hospitality Consulting 2535 John F. Kennedy Blvd. Jersey City, NJ 07304	Hospitality Consulting 2535 John F. Kennedy Blvd. Jersey City, NJ 07304	Trade Debt		79,530.44

B4 (Official Form 4) (12/07) - Cont.

In re **NJ Healthcare Facilities Management LLC**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Gerimedix, Inc. PO Box 75328 Chicago, IL 60675-5328	Gerimedix, Inc. PO Box 75328 Chicago, IL 60675-5328 718-802-1085	Trade Debt		76,591.12
Medline Industries, Inc. PO Box 382075 Pittsburgh, PA 15251-8075	Medline Industries, Inc. PO Box 382075 Pittsburgh, PA 15251-8075 1-800-388-2147	Trade Debt		64,386.11
Venture Respiratory 1413 38th Street Brooklyn, NY 11218	Venture Respiratory 1413 38th Street Brooklyn, NY 11218 877-998-3688	Trade Debt		60,626.21
Continental Health Group 405 Sherwood Drive Kittanning, PA 16201	Continental Health Group 405 Sherwood Drive Kittanning, PA 16201 724-543-3326	Trade Debt		53,376.22
Invacare Supply Group 9 Industrial road Milford, MA 01757	Invacare Supply Group 9 Industrial road Milford, MA 01757 800-225-4792	Trade Debt		47,060.11
Capflow Funding Group PO Box 347767 Pittsburgh, PA 15251-4767	Capflow Funding Group PO Box 347767 Pittsburgh, PA 15251-4767 201-842-7725	Trade Debt		41,976.91
Ace Endicio 80 International Boulevard Brewster, NY 10509	Ace Endicio 80 International Boulevard Brewster, NY 10509 212-517-3035	Trade Debt		40,547.88
Guston & Guston, LLP 55 Harristown Road Suite 106 Glen Rock, NJ 07452	Guston & Guston, LLP 55 Harristown Road Suite 106 Glen Rock, NJ 07452 201-447-6660	Legal Fees		36,662.43
Amerihealth Casualty 8000 Midlantic Avenue Suite 410 North Mount Laurel, NJ 08054	Amerihealth Casualty 8000 Midlantic Avenue Suite 410 North Mount Laurel, NJ 08054	Trade Debt		31,916.44
Future Care Consultants 170 53rd Street Third Floor Brooklyn, NY 11232	Future Care Consultants 170 53rd Street Third Floor Brooklyn, NY 11232	Trade Debt		29,000.00
Western Environmental 2535 John F. Kennedy Blvd. Jersey City, NJ 07304	Western Environmental 2535 John F. Kennedy Blvd. Jersey City, NJ 07304 201-963-9695	Trade Debt		25,785.58

B4 (Official Form 4) (12/07) - Cont.

In re **NJ Healthcare Facilities Management LLC**

Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Hellring Lindeman Goldstein & Siegal One Gateway Center Newark, NJ 07102-5323	Hellring Lindeman Goldstein & Siegal One Gateway Center Newark, NJ 07102-5323 973-621-9020	Legal Fees		24,525.99

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Managing Member of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **March 19, 2015**

Signature **/s/ Linda Bowersox**

**Linda Bowersox
Managing Member**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**UNANIMOUS WRITTEN CONSENT
OF THE MEMBERS AND MANAGER**

OF

**NJ HEALTHCARE FACILITIES MANAGEMENT, LLC,
A/K/A ADVANCED CARE CENTER AT LAKEVIEW,
A NEW JERSEY LIMITED LIABILITY COMPANY**

The undersigned, being all of the members and the manager of NJ Healthcare Facilities Management, LLC, a/k/a Advanced Care Center at Lakeview, a New Jersey limited liability company (the "Company"), acting by written consent without a meeting, do hereby unanimously consent to the adoption of the following resolutions effective as of the 18th day of March, 2015, and direct that this consent be filed with the minutes of the proceedings of the Company:

RESOLVED, that, in the judgment of the members and the manager of the Company, it is desirable and in the best interests of the Company as a whole that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the Bankruptcy Code") in the United States Bankruptcy Court for the District of New Jersey; and it is

FURTHER RESOLVED, that, each of any manager or officer of the Company, including Linda Bowersox (each of the foregoing, individually, an "Appropriate Officer" and together, the "Appropriate Officers") be and each of them, acting singly, is hereby authorized, empowered and directed, in the name and on behalf of the Company, to negotiate, finalize, execute, deliver and verify petitions under chapter 11 of the Bankruptcy Code and to file or cause the same to be filed in the United States Bankruptcy Court for the District of New Jersey at such time as said Appropriate Officer executing the same shall determine; and it is

FURTHER RESOLVED, that, the Appropriate Officers of the Company be and each of them acting singly is hereby authorized, empowered and directed to negotiate, finalize, execute, deliver and file or cause to be filed all petitions, schedules, motions, lists, applications, pleadings, and other papers, and, in that connection, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and to take and perform any and all further acts and deeds which they, in their sole discretion, deem necessary, proper, or desirable in connection with the Company's chapter 11 case, with a view to the successful prosecution of such case, such discretion to be conclusively evidenced by the filing thereof or the taking or performance of such action; and it is

FURTHER RESOLVED, that, the law firm of Trenk,-DiPasquale., is hereby employed as reorganization counsel for the Company upon such terms and conditions as the officers shall approve, to render legal services to, and to represent, the Company in connection with the chapter 11 case, subject to Bankruptcy Court approval; and it is

FURTHER RESOLVED, that, the Appropriate Officers of the Company be, and each of them acting singly is, hereby authorized, empowered and directed, in the name and on behalf of the Company, to negotiate, finalize, cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action, as in the sole discretion and judgment of such Appropriate Officer shall be or become necessary, proper and desirable to effectuate a successful reorganization or chapter 11 liquidation of the Company's business, such discretion to be conclusively evidenced by the execution, filing or performance thereof or the taking of such action; and it is

FURTHER RESOLVED, that, the Appropriate Officers of the Company are authorized and directed to take any and all further action, and to execute and deliver in the name of and on behalf of the Company any and all such other and further instruments and documents and to pay all such expenses (subject to Bankruptcy Court approval), where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and it is

FURTHER RESOLVED, that, any and all past actions heretofore taken by Appropriate Officers of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed and approved in all respects.

This consent may be executed in any number of counterparts, each of which when so executed and delivered, shall be an original, but such counterparts shall together constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have caused this Unanimous Written Consent to be executed effective as of the day and year first above written.

MANAGER

LINDA BOWERSOX:

Linda Bowersox

MEMBERS

LINDA BOWERSOX:

Linda Bowersox